

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
GALVESTON DIVISION**

**AMERICAN NATIONAL INSURANCE
COMPANY, et al.,**

Plaintiffs,

V.

**JP MORGAN CHASE & CO.
and JP MORGAN CHASE BANK,
NATIONAL ASSOCIATION,**

Defendants,

and

**FEDERAL DEPOSIT INSURANCE
CORPORATION,**

Intervenor-Defendant.

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CIVIL ACTION NO. 3:09-cv-00044

DECLARATION OF EDWARD JOHN "JACK" O'NEILL, JR.

Pursuant to 28 U.S.C. § 1746, EDWARD JOHN "JACK" O'NEILL, JR., hereby declares
as follows:

1. I am a member in good standing of the bar of the State of Texas and the bar of this Court. I am a partner at the law firm DLA Piper LLP (US) and counsel for Intervenor-Defendant the Federal Deposit Insurance Corporation, as Receiver for Washington Mutual Bank (the "FDIC-Receiver"). I have personal knowledge of the facts contained herein and, if called upon, I could and would competently testify thereto.

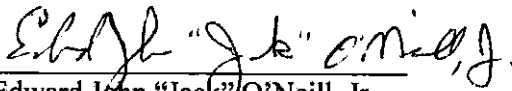
2. Attached hereto as Exhibit 1 is a true and correct copy of the Purchase and Assumption Agreement, Whole Bank, among the FDIC-Receiver, the Federal Deposit Insurance

Corporation, and JPMorgan Chase Bank, National Association, dated as of September 25, 2008, in the form posted on the FDIC's public website, www.fdic.gov.

3. Attached hereto as Exhibit 2 is a true and correct copy of a letter sent to the FDIC-Receiver by defendant JPMorgan Chase Bank, National Association, dated March 10, 2009.

I declare under penalty of perjury and that the foregoing statements are true and correct.

This declaration was executed by me on May 11, 2009, in Houston, Texas.

By: 
Edward John "Jack" O'Neill, Jr.